

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION<sup>1</sup>

OF

VIAVI SOLUTIONS UK LIMITED (f/k/a WANDEL & GOLTERMANN LIMITED)

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1. The name of the Company is "WANDEL & GOLTERMANN LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on business as distributors and manufacturers of measuring equipment for the electronic industry, and as manufacturers of and dealers in electronic machinery of every description; to carry on business as electricians, electronic, mechanical, radio and general engineers and manufacturers, workers and dealers of and in electrical machinery, appliances, apparatus, goods and accessories to which the application of electricity or any like power or any power that can be used as a substitute therefor is or may be useful, convenient or ornamental; and to carry on any other business of a like nature; to manufacture and deal in either as principals or agent-s, any Articles ancillary to or belonging to any such business as aforesaid, and all appliances, apparatus and things used in connection therewith or with any inventions, patents or privileges relating thereto; to repair, alter, rebuild, reconstruct, hire, let on hire, and generally deal in all electronic and electrical machinery, appliances, apparatus and goods, and all accessories thereto likely to be required by customers of or persons having dealings with the Company.

(B) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorized or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.

(C) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange.

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<sup>1</sup> Adopted by Special Resolution on 29th November 1985.

(D) To draw, make, accept, endorse; discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes; and other negotiable or transferable instruments-or securities.

(E) To purchase, or otherwise acquire for any estate Or interest any property or assets or any Concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

(F) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works; plants; factories;' wharves; jetties; roads; railways, warehouses, depots; offices and ether buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(G) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.

(H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(I) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

(J) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) aid the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

(K) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

(L) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance Of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

(M) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(N) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with, or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

(O) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.

(P) To subscribe or guarantee money for any national charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(Q) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependents of any such individuals; to establish and subsidise or subscribe to any institutions, associations clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons;

(R) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.

(S) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, (all or any of the property or, assets of the Company; or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(T) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

(U) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £3,000,000 divided into 3,000,000 Ordinary Shares of £1 each<sup>2</sup>.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ANTHONY JULIUS NEWTON 61 Highfield Gardens, Londons N.W.11  Solicitor	3
PHILIPPE ANDRE CYWAN 103 Kingsway, London W.C.2.  Solicitor	6
Total Shares taken	9

DATED the 31st day of August 1966.

WITNESS to the above Signatures:-

RONALD JOHN COX,  
23 Worcesters Avenue,  
Enfield,  
Middlesex.

Solicitor's Articled Clerk.

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<sup>2</sup> By, ordinary resolution passed on 18th .July 1985 the Authorised Share Capital was increased from £305,500 to f3,000,000.

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION<sup>3</sup>

OF

VIAVI SOLUTIONS UK LIMITED (f/k/a WANDEL & GOLTERMANN LIMITED)

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PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in the Table A.(as described Section 8 of the Companies Act 1985) shall apply to the Company.

SHARE CAPITAL

2. The Share Capital at the date of the adoption of the these Articles is £3,000,000 divided-into 3,000,000 Ordinary Shares of £1 each.

3. Subject to, Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and as such terms as they think proper and Section 89(1) of the Act shall not apply.

TRANSFER OF SHARES

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 23 shall be modified accordingly.

5. Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

6. The Company shall not charge transfer or registration fees.

PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any General Meeting by the Chairman or by any member Present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

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<sup>3</sup> Adopted by Special Resolution dated 30<sup>th</sup> December 2021.

8. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a pan taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the Place of the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations. 60, 61 and 62 shall not apply.

9. A resolution in writing signed by the holders of the whole of the Assumed Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative regulation 63 shall be modified accordingly.

## DIRECTORS

10. Subject as hereinafter provided the Directors shall not be less than one nor more than seven in number. The Company may by Ordinary. Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors.

11. A Director shall not be required to hold any shares by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director Who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director', may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall not apply.

13. Any reference in the regulations to restricting the borrowing and charging powers exercisable by the Directors shall not apply.

14. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director may be a party to or in any way interested in any contract or arrangement or transaction to which the Company is a

party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors.

16. The office of a Director shall be vacated in any of the events specified in regulation 81 save that paragraph (e) of such regulation shall not apply. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

17. The Directors shall not be subject to retirement by rotation. Regulations 73 to 80 and the second sentence of regulation 79 shall not apply.

18. The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and or such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall not apply.

19. A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 93 shall not apply.

20. Regulation 84 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS

21. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or

if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

## NOTICES

22. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notice, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 112 shall not apply.

## INDEMNITY

23. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.



## OVERRIDING PROVISIONS

24. Whenever Wandel & Goltermann Elektronik GmbH (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles :-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any one of its Managing Directors ("Geschäftsführer"). No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

## SECURED INSTITUTIONS

25. Notwithstanding anything contained in these Articles of Association (the "**Articles**");

(A) the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company (the "**Shares**") nor suspend registration of any such Shares; and

(B) a holder of Shares is not required to comply with any provision of the articles which restricts the transfer of Shares or which requires any such Shares to be first offered to all or any current shareholders of the Company or other person before any transfer may take place and no such shareholder or other person shall have any right under the Articles or otherwise howsoever to require such Shares to be transferred to them whether for consideration or not,

where in any such case the transfer is or is to be:

- (i) executed by a bank, financial institution, fund, lender, secured creditor or similar (each a “**Secured Institution**”) to which such Shares have been mortgaged, charged or pledged by way of security (or by any nominee of a Secured Institution) pursuant to a power of sale under such security;
- (ii) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the Shares;
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution under any such security; or
- (iv) to any such Secured Institution (or to its nominee) pursuant to any such security.

26. A certificate by any officer of a Secured Institution that the Shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

27. Notwithstanding anything contained in these Articles, the Directors (or Director if there is only one) of the Company may not exercise its rights of lien over Shares that have been mortgaged, charged or pledged by way of security to a Secured Institution.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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ANTHONY JULIUS NEWTON  
61 Highfield Gardens,  
London, N.W.11.

Solicitor.

PHILIPPE ANDRE CYWAN  
103 Kingsway,..  
London, W.C.2.

Solicitor.

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DATED the 31st day of August 1966.

WITNESS to the above Signatures:-

RONALD JOHN COX  
23 Worcesters Avenue,  
Enfield,  
Middlesex.

Solicitor's Articled Clerk.